

Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
HILF HOLDINGS, INC.

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**ARTICLES OF INCORPORATION
OF
HILF HOLDINGS, INC.**

The undersigned, acting as Incorporator, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I -- NAME

The name of the corporation ("Corporation") is:

HILF HOLDINGS, INC.

ARTICLE II -- PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is 791 Park of Commerce Boulevard, Second Floor, Suite 201, Boca Raton, Florida 33487.

ARTICLE III -- DURATION AND COMMENCEMENT

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE IV -- NATURE OF BUSINESS

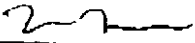
This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V -- REGISTERED AGENT

The name and the Florida street address of the registered agent is:

**Jonathan D. Louis, P.A.
7777 Glades Road, Suite 315-B
Boca Raton, Florida 33434**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in these Articles, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided in Chapter 607, Florida Statutes.



Jonathan D. Louis, Esq., as
President of Jonathan D. Louis, P.A.

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ARTICLE VI – CAPITAL STOCK

The Corporation is authorized to issue one hundred thousand (100,000) shares of common stock at Ten Cents (\$0.10) par value.

ARTICLE VII – OFFICERS AND DIRECTORS

The following shall constitute the Corporation's officers and directors:

<u>Title:</u>	<u>Name and Address:</u>
CEO and Director	Marvin Hilf 791 Park of Commerce Boulevard Second Floor, Suite 201 Boca Raton, Florida 33487
President and Director	Michael Hilf 791 Park of Commerce Boulevard Second Floor, Suite 201 Boca Raton, Florida 33487
Chief Financial Officer Director Chief Operating Officer Comptroller Secretary Treasurer	Melissa Hilf 791 Park of Commerce Boulevard Second Floor, Suite 201 Boca Raton, Florida 33487

ARTICLE VIII – INCORPORATOR

The name of the person signing these Articles of Incorporation is Michael Hilf, located at 791 Park of Commerce Boulevard, Second Floor, Suite 201, Boca Raton, Florida 33487.

ARTICLE IX – BYLAWS

The Bylaws of the Corporation may be created, amended or changed by the shareholders or directors at any regular or special meeting, duly held.

ARTICLE X – LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except

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(i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.


ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 8th day of February, 2018.



Michael Hill, Incorporator

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